

BILL OF SALE

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THE FIRST NATIONAL BANK OF CHICAGO,
as successor to
Wells Fargo Bank, N.A.
as Trustee under Equipment Trust Agreement
Dated as of June 1, 1979
(Series 16)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, as successor to Wells Fargo Bank, N.A., as Trustee under that certain Equipment Trust Agreement dated as of June 1, 1979 ("Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of July 31, 1996.

THE FIRST NATIONAL BANK OF CHICAGO,
as successor to
Wells Fargo Bank, N.A.

By: *James Ott Romano*

(CORPORATE SEAL)

Attest:


J. Marshall
Its Trust Officer

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On this 5th day of November, 1996, before me, a Notary Public in and for said State and County, personally appeared JANICE OTT ROTUNNO and T. Marshall, to me personally known, who being by me duly sworn did say that they are, respectively, Assistant Vice President and Trust Officer of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.



(SEAL)



Notary Public

UTC2044

7/31/96

UNION TANK CAR COMPANY. - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES 16 (R16)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
6	BOXT	70 TON	BCIT 841661, 841731, 841769, BICT 841811, 841951, 841958
1	BULK	70 TON	BCIT 818701
6	TA	10,000 GAL	RTCX 16753, 16755, 16756, RTCX 16757, 16762, 16763
1	TA	13,500 GAL	UTLX 11657
4	TM	17,000 GAL	UTLX 66084, 66089, 66091 UTLX 66092
1	T104	17,200 GAL	CRGX 4684
2	TM	17,500 GAL	UTLX 70548, 70558
2	T105	20,000 GAL	UTLX 41411, 41424
1	TM	20,000 GAL	UTLX 48627
<u>1</u>	TM	23,500 GAL	UTLX 67902

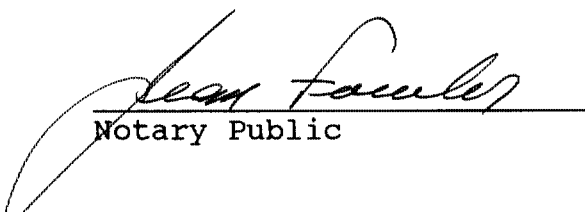
25 TOTAL

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated as of July 31, 1996, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 14th day of November, 1996.


Notary Public

